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**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON, D.C.**

DEPT. OF TRANSPORTATION  
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Joint Application of

ALITALIA-LINEE AEREE ITALIANE-  
S.p.A

and

KLM ROYAL DUTCH AIRLINES

and

NORTHWEST AIRLINES, INC.

for approval of and antitrust immunity for  
agreements pursuant to 49 U.S.C. § 41308  
and 41309

Docket OST 99-5674 - 8

**MOTION FOR LEAVE TO FILE AND  
REPLY OF  
TRANS WORLD AIRLINES, INC.**

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**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON, D.C.  
June 14, 1999**

Joint Application of

**ALITALIA-LINEE AEREE ITALIANE-  
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By a Petition for Reconsideration, dated May 25, 1999, TWA requested that Order 99-5-10 be amended to request additional information from the applicants with respect to the impact of the alliance and the grant of antitrust immunity upon competition between Continental, over which Northwest has control, and Alitalia, which code shares with Continental and which would have, if approved, an immunized alliance with Northwest. On June 4, 1999, Continental answered in opposition to TWA's Petition for Reconsideration. TWA hereby request leave to file this Reply as an otherwise unauthorized document for the limited purpose of calling the Department's attention to a statement by Alitalia made on Friday, June 11, 1999. This pleading

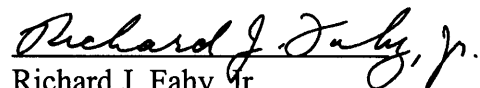
should be accepted because it will assist the Department in its consideration of this matter, and will not delay the proceeding.

According to a Reuters article, **Dominico** Cempella, Managing Director of Alitalia told to a shareholders meeting that “we are studying how to introduce Continental, with whom Alitalia has a code-sharing agreement, into this three-way alliance and transform its into an even more ambitious accord.” A copy of the article is attached.

The Alitalia statement obviously substantiates TWA’s concern about the role of Continental in the alliance, and the impact of the alliance on competition in the U.S. - Italy market.

WHEREFORE, TWA respectfully requests that this Reply be accepted by the Department as an otherwise unauthorized document, and that the Department expand the scope of Order 99-5- 10 as requested by TWA in its Petition for Reconsideration.

Respectfully submitted,

  
Richard J. Fahy, Jr.  
Attorney for  
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**Transport/air/railroad .**

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June 11, 1999 12:35

## **Alitalia studies Continental in 3-way alliance**

ROME, June 11 (Reuters) - Alitalia is examining how to bring U.S. partner airline Continental into its three-way accord with KLM and Northwest , Managing Director Domenico Cempella said on Friday.

"We are studying how to introduce Continental, with whom Alitalia has a code-sharing agreement, into this three-way alliance and transform it into an even more ambitious accord," Cempella told a shareholders' meeting.

The Italian flag carrier in May joined a joint venture between KLM and Northwest. In March, Cempella expressed willingness to extend the alliance to include a fourth party and mentioned Continental.

The **Alitalia/KLM/Northwest** venture has still to get the green light from U.S. antitrust authorities but Cempella said he hoped to receive clearance in coming months



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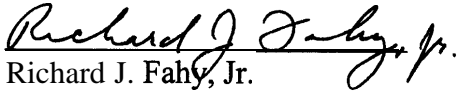
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I hereby **certify** that I have on this day served a copy of the foregoing document upon all persons **named** on the attached service list by causing copies thereof, postage prepaid, to be mailed to each of them.

  
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June 14, 1999

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